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JAYHAWK CAPITAL MANAGEMENT, L.L.C.;
6 JAYHAWK CHINA FUND (CAYMAN), LTD.;
JAYHAWK INVESTMENTS, LP; JAYHAWK
7 INSTITUTIONAL PARTNERS, LP; KENT C.
MCCARTHY
8

9 UNITED STATES DISTRICT COURT
10 NORTHERN DISTRICT OF CALIFORNIA
11 OAKLAND DIVISION
12

13 PRIMARIUS CAPITAL, LLC;
PRIMARIUS CHINA FUND, LP;
14 PRIMARIUS FOCUS, LP; PRIMARIUS
PARTNERS, LP; and PRIMARIUS
15 OFFSHORE PARTNERS LTD.,

16 Plaintiffs,

17 v.

18 JAYHAWK CAPITAL MANAGEMENT,
LLC; JAYHAWK CHINA FUND
19 (CAYMAN), LTD.; JAYHAWK
INVESTMENTS, LP; JAYHAWK
20 INSTITUTIONAL PARTNERS, LP;
KENT C. MCCARTHY AND DOES 1
21 through 100, inclusive,

22 Defendants.
23

Case No. C 07-01804-CW

**STIPULATION AND [PROPOSED]
ORDER SETTING BRIEFING SCHEDULE
FOR RESPONSES TO PLAINTIFFS'
COMPLAINT**

24 **RECITALS**

25 WHEREAS, Plaintiffs filed their Complaint and demand for jury trial on March 30, 2007,
26 and filed their Amended Complaint on June 11, 2007.

27 WHEREAS, Defendants have indicated their intent to file motions to dismiss some or all
28 of Plaintiffs' claims.

1 WHEREAS, the parties have conferred and reached agreement that the complex factual
2 and legal issues presented in Plaintiffs' Amended Complaint necessitate extending the time
3 frames set in the Federal Rules to the dates agreed upon below.

4 WHEREAS, the parties have conferred and reached agreement regarding a briefing
5 schedule setting the dates by which Defendants will answer, move, or otherwise respond to
6 Plaintiffs' Amended Complaint, as well as setting the dates by which Plaintiffs' will respond to
7 any Defendants' motion.

8 WHEREAS, the parties have conferred and reached agreement that Defendants will
9 answer, move or otherwise respond to the complaint by August 15, 2007, Plaintiffs shall respond
10 by October 1, 2007, and, if necessary, Defendants may file a Reply by October 17, 2007.

11 WHEREAS, this action includes claims for securities fraud under the Securities Exchange
12 Act of 1934 which are subject to certain provisions of the Private Securities Litigation Reform
13 Act of 1995 (the "PSLRA").

14 WHEREAS, the PSLRA includes the following provision:

15 In any private action arising under this chapter [the Securities Exchange Act of
16 1934], all discovery and other proceedings shall be stayed during the pendency of
17 any motion to dismiss, unless the court finds upon the motion of any party that
18 particularized discovery is necessary to preserve evidence or to prevent undue
prejudice to that party.

19 WHEREAS, the court in *Medhekar v. District Court*, 99 F.3d 325 (9th Cir. 1996) held that
20 the initial disclosure requirements of Rule 26(a) constitute "discovery" for purposes of the
21 PSLRA, and that those disclosures are hence stayed by the PSLRA stay.

22 WHEREAS, a case management conference is scheduled for this matter on July 24, 2007
23 at 2:00 PM, and no other schedules, orders, or time modification have been issued in this matter.

24 **STIPULATION**

25 Plaintiffs, through their attorneys of record, and Defendants, through their attorneys of
26 record, hereby stipulate to the following schedule, and request that the Court make this stipulation
27 an order of the Court:

- 28 1. Defendants shall answer or otherwise respond to Plaintiffs complaint no later than

1 August 15, 2007,

2 2. Plaintiffs shall file their response, if necessary, by October 1, 2007,

3 3. Defendants shall file their reply, if necessary, by October 17, 2007.

4 4. The case management conference currently scheduled for July 24, 2007 is
5 continued until a date to be assigned by the Court after determination of Defendants' motions to
6 dismiss.

7 Dated: July 11, 2007

KIRKLAND & ELLIS LLP

9 By: /s Eliot A. Adelson

10 Eliot A. Adelson
11 Attorneys for Defendants
12 JAYHAWK CAPITAL MANAGEMENT,
13 L.L.C; JAYHAWK CHINA FUND
14 (CAYMAN), LTD.; JAYHAWK
15 INVESTMENTS, LP; JAYHAWK
16 INSTITUTIONAL PARTNERS, LP;
17 KENT C. MCCARTHY

14 Dated: July 11, 2007

FAGELBAUM & HELLER LLP

16 By: /s Philip Heller, PLC

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24 PRIMARIUS CAPITAL, LLC;
25 PRIMARIUS CHINA FUND, LP;
26 PRIMARIUS FOCUS, LP; PRIMARIUS
27 PARTNERS, LP; and PRIMARIUS
28 OFFSHORE PARTNERS LTD.

DECLARATION PURSUANT TO GENERAL ORDER 45, § X.B

I, ELIOT ADELSON, hereby declare pursuant to General Order 45, § X.B, that I have obtained the concurrence in the filing of this document from each of the other signatories listed above and below.

I declare under penalty of perjury that the foregoing declaration is true and correct.

Executed on July 11, 2007, in San Francisco, California.

/s Eliot A. Adelson
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ORDER

PURSUANT TO THE STIPULATION, IT IS SO ORDERED:

1. Defendants shall answer or otherwise respond to Plaintiffs complaint no later than August 15, 2007,
2. Plaintiffs shall file their response, if necessary, by October 1, 2007,
3. Defendants shall file their reply, if necessary, by October 17, 2007.
4. The case management conference currently scheduled for July 24, 2007 is continued until a date to be assigned by the Court after determination of Defendants' motions to dismiss.

DATED: July __, 2007

Hon. Claudia Wilken
United States District Judge